

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE	§ CHAPTER 7
LEGENDARY FIELD EXHIBITIONS, LLC.	§ CASE NO. 19-50900-CAG
AAF PLAYERS, LLC;	§ CASE NO. 19-50902-CAG
AAF PROPERTIES, LLC;	§ CASE NO. 19-50903-CAG
EBERSOL SPORTS MEDIA GROUP, INC.;	§ CASE NO. 19-50904-CAG
LFE 2, LLC;	§ CASE NO. 19-50905-CAG
WE ARE REALTIME, LLC	§ CASE NO. 19-50906-CAG
DEBTORS	§ (SUBSTANTIVE CONSOLIDATION OF ALL 6 CASES, INTO ONE CASE, LEGENDARY FIELD EXHIBITIONS, LLC, CASE NO. 19-50900-CAG) JOINTLY ADMINISTERED UNDER CASE NO. 19-50900-CAG)

**TRUSTEE'S APPLICATION TO EMPLOY ABIR COHEN
TREYZON & SALO, LLP AND THOMPSON COBURN LLP
AS SPECIAL LITIGATION COUNSEL AND TO SUBSTITUTE AS
SPECIAL LITIGATION COUNSEL FOR REID COLLINS & TSAI, LLP**

**THIS PLEADING REQUESTS RELIEF THAT MAY BE ADVERSE TO
YOUR INTERESTS. IF NO TIMELY RESPONSE IS FILED WITHIN
TWENTY-ONE (21) DAYS FROM THE DATE OF SERVICE, THE RELIEF
REQUESTED HEREIN MAY BE GRANTED WITHOUT A HEARING
BEING HELD. A TIMELY FILED RESPONSE IS NECESSARY FOR A
HEARING TO BE HELD.**

TO THE HONORABLE H. CRAIG A. GARGOTTA, U. S. BANKRUPTCY JUDGE:

Randolph N. Osherow, Trustee, the duly appointed chapter 7 trustee in the above-referenced case (“Applicant” or “Trustee”), and files this Application of Trustee to Employ Abir

Cohen Treyzon & Salo, LLP (“ACTS”) and Thompson Coburn LLP, as Special Litigation Counsel (the “Application”). In support of the Application, the Trustee relies upon the Declaration of Boris Treyzon (the “Treyzon Declaration”) attached hereto as **Exhibit A**, and the Declaration of Katharine Battaia Clark (the “Clark Declaration”), attached hereto as **Exhibit B**, and respectfully states as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. §§ 157(b).
2. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

3. Legendary Field Exhibitions, LLC, Ebersol Sports Media Group, Inc., and four affiliates (collectively, the “Debtors”) filed their petitions for voluntary relief under Bankruptcy Code Chapter 7 on April 19, 2019 (collectively, the “Bankruptcy Cases”).¹

4. Randolph N. Osherow was appointed as Chapter 7 Trustee thereafter and continues to serve in that capacity.

5. On the Trustee’s motion, the Court substantively consolidated the Bankruptcy Cases into *In re Legendary Field Exhibitions*, Case No. 19-50900 [Docket No. 150].

6. Certain former American Alliance of Football (“AAF”) players filed in California Superior Court a putative class action suit against the Debtors and others, asserting that AAF players were not paid all amounts due on their contracts and seeking other relief. That suit was

¹ *In re Legendary Field Exhibitions, LLC*, Case No. 19-50900.
In re Ebersol Sports Media Group, Inc., Case No. 19-50904.
In re AAF Players, LLC, Case no. 19-50902.
In re AAF Properties, LLC, Case No. 19-50903.
In re LFE2, LLC, Case No. 19-50905.
In re We are Realtime, LLC, Case No. 19-50906.

transferred to this Court where it has been litigated as Adversary Proceeding 19-05053, *Colton Schmidt, et al. vs. AAF Players, LLC, et al.* (the “Class Adversary”).

7. The same named plaintiffs also filed Proof of Claim No. 214-1 as a class proof of claim for the same putative class and seeking the same relief against the Debtors’ estates as they sought against the Debtors in the Class Adversary. The Trustee objected to this proof of claim, and the Court consolidated the Class Adversary and the claim objection and entered a scheduling order for Phase 1 discovery.

8. The Trustee collected, from the Debtors and third parties, records and information concerning the Debtors’ business affairs, transactions, and capitalization. Some of the Trustee’s information-gathering efforts occurred under Bankruptcy Rule 2004 or cooperatively. Other information was gathered through the Phase 1 discovery that occurred in the Class Adversary.

9. After it appeared in discovery that the named plaintiffs and many other former players did not receive their year-one compensation in full and had a valid priority wage claim against the estate,² the Trustee successfully negotiated a settlement with the named plaintiffs and a settlement class of former players (the “Settlement Class”). The Court approved the settlement and agreement under Bankruptcy Rule 9019 after notice and a full evidentiary hearing over the objections of Dundon Capital Partners, LLC and Thomas G. Dundon.³ That order is final and non-appealable and was not appealed.

10. The Court entered a preliminary order certifying the Settlement Class, appointing the named plaintiffs as Class Representatives, appointing ACTS and Thompson Coburn as Class Counsel, and approving the same settlement pursuant to Federal Rule of Civil Procedure 23⁴ and

² The circumstances surrounding the claims and settlement are described in greater detail in the Trustee’s Application Under Bankruptcy 9019.

³ Court’s Order and Opinion entered on the docket on October 26, 2021. (Docket No. 454).

⁴ Fed. R. Civ. P. is incorporated in this case through Bankruptcy Rule 7023.

entered its final approval order after a fairness hearing on February 8, 2022, which finalized the prior determinations of Settlement Class certification, appointment of Class Representatives and Class Counsel, and approval of the settlement, as well as approving a fee award to Class Counsel.

11. The settlement, approved under both Bankruptcy Rule 9019 and 7023, fully and finally resolves all claims that the named plaintiffs and Settlement Class members had or ever could have against the Debtors and the Estate.

12. The Trustee previously retained the law firm Reid Collins & Tsai, LLP (“RCT”) as special litigation counsel to assist the Trustee in evaluating and potentially to bring claims on the Estate’s behalf, all as set out in the application to employ RCT (Docket No. 259).

13. The Court approved RCT’s engagement by order entered on March 16, 2020. (Docket No. 263).

14. RCT has assisted the Trustee but has not been involved in the class action litigation described above and consolidated in the Class Adversary or the related document and deposition discovery, including discovery involving the actions of persons potentially liable to the Debtors under quasi-contractual, equitable, or legal claims related to the financing and operation of the Debtors.

15. During the conduct of the Class Adversary, ACTS and Thompson Coburn have been actively involved and are well informed, and certainly more currently informed, than RCT about claims, including potential estate claims, against former officers, directors, and others involved in managing the Debtors. ACTS and Thompson Coburn have already invested substantial time and resources into pursing claims related to this bankruptcy. From the inception of the case to date, ACTS, Thompson Coburn, and their respective attorneys and staff at their law firms have spent more than 3,600 hours involved with this matter.

16. The Trustee believes that, because, as a result of the class settlement, conflicts no longer exist between the Estate and the named plaintiff players and the members of the Settlement Class and putative class in the Class Adversary , and because those plaintiffs' and potential plaintiffs' interests in enhancing the Estate through legitimate claims are now aligned, it would be appropriate for ACTS and Thompson Coburn to substitute for RCT as special litigation counsel as set forth herein.

17. RCT has consented to such substitution.

PROPOSED RETENTION OF ACTS AND THOMPSON COBURN

18. ACTS and Thompson Coburn have been active throughout the bankruptcy and the Class Adversary and are qualified to substitute and are well-suited to act as special litigation counsel and to pursue all of the Estate's known potential remaining claims.

19. First, the Court is familiar with their work in this bankruptcy and the Class Adversary to date, which was both zealous and measured.

20. The firms are qualified to serve as counsel in the subject matter areas raised by potential remaining Estate claims, which encompass potential insurance litigation as well as litigation arising out of the duties and obligations of directors, officers, and interested investors with control positions and other corporate agents. For example, ACTS has significant experience litigating complex commercial disputes, insurance bad faith litigation, and disputes involving corporate finance. (*See* Treyzon Declaration). Similarly, Thompson Coburn has significant experience in litigating cases within the complex bankruptcy environment, including cases involving issues regarding corporate governance and management. Thompson Coburn also has experience with insurance matters and other complex commercial disputes. (*See* Clark Declaration). ACTS and Thompson Coburn's in-depth knowledge of the subject matter gained

through years of previous experience litigating claims that are procedurally and substantively like those here will allow them to efficiently represent the Trustee with no need to learn the matter.

21. In the Trustee's judgment, retaining qualified counsel to be in charge of bringing and litigating Claims on the Estate's behalf is warranted. In that regard, the Trustee proposes to employ ACTS and Thompson Coburn to investigate, analyze, and pursue any remaining estate claims involving the management, financing, and operation of the Debtors.

22. The Trustee seeks to engage ACTS and Thompson Coburn as special litigation counsel because of their particular knowledge of the relevant facts and experience in pursuing the pursuing the type of Claims involved here and in complex bankruptcy cases, and because they are willing to undertake the representation on an alternative, contingent-fee basis on substantially the same terms as RCT.

23. The ACTS attorneys primarily responsible for representing the Trustee will be:

Boris Treyzon	Jonathan Farahi
ABIR COHEN TREYZON &	ABIR COHEN TREYZON &
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833.228.7529 (Main)	833.228.7529 (Main)
424.288.4368	424.288.4368
btreyzon@actlaw.com	jfarahi@actlaw.com

24. The Thompson Coburn attorneys primarily responsible for representing the Trustee will be:

Katharine Battaia Clark THOMPSON COBURN LLP 2100 Ross Ave. Suite 3200 Dallas, Texas 75201 972.629.7100 (Main) 972.629.7171 (Fax) kclark@thompsoncoburn.com	Nicole Williams THOMPSON COBURN LLP 2100 Ross Ave. Suite 3200 Dallas, Texas 75201 972.629.7100 (Main) 972.629.7171 (Fax) nwilliams@thompsoncoburn.com	John Atkins THOMPSON COBURN LLP 2100 Ross Ave. Suite 3200 Dallas, Texas 75201 972.629.7100 (Main) 972.629.7171 (Fax) jatkins@thompsoncoburn.com
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25. The Trustee believes it is appropriate and necessary to engage representation on an alternative, contingent-fee basis which will reduce administration costs both by transferring the fee risk of any litigation result to ACTS and Thompson Coburn and by capping the amount the Trustee may be required to advance for litigation costs. Currently, considering the amount and volume of claims filed and the resources in the consolidated estate, it is unlikely that any meaningful distribution to general creditors will be made. Currently, the Estate does not contain sufficient value to make a meaningful distribution to general creditors. The Trustee believes that obtaining representations on an alternative contingent-fee basis will conserve estate resources while retaining the services of attorneys well experienced in evaluating and pursuing the sort of Claims under circumstances this case presents.

26. Subject to the Court's approval, the Trustee and ACTS and Thompson Coburn have entered into a Letter of Engagement in which the firms agree (1) to be compensated for services on a contingent-fee basis, (2) to be responsible for certain necessary litigation costs above the cap that the Trustee has agreed to bear (for depositions, retention of experts and the like) and (3) carry costs until the Estate reimburses the firms pursuant to 11 U.S.C. § 328(a). A true and correct copy of the Letter of Engagement is attached to this Application as **Exhibit C**.

27. Under the Letter of Engagement and in consideration of the risks ACTS and Thompson Coburn are undertaking, the Trustee has agreed, subject to the Court's approval, to pay

a contingent fee of 35%⁵ of the “Recoveries” as defined in the Letter of Engagement to ACTS and Thompson Coburn, subject to their agreement for division of fees disclosed in the Letter of Engagement.⁶ If there are no Recoveries, the firms will not receive any contingency fee.

28. It is expected that pursuing the litigation will involve certain expenses, which may be substantial. Under the Letter of Engagement, the Trustee agreed to conduct e-discovery and to set-aside and pay, subject to Court approval, up to \$75,000 before a lawsuit is filed and up to an additional \$250,000 if a lawsuit is filed (the “Set-Aside”) for the payment of necessary litigation expenses as defined in the Letter of Engagement. ACTS and Thompson Coburn may advance fees and expenses in appropriate instances within the Set-Aside amount and will be entitled to reimbursement of such amounts upon application to and approval by the Court. To the extent ACTS or Thompson Coburn advance fees in excess of the Set-Aside, such fees will only be reimbursed out of Recoveries.

29. ACTS and Thompson Coburn have agreed to submit fee applications to the Court periodically for earned fees and the reimbursement of necessary expenses consistent with the Letter of Engagement. ACTS and Thompson Coburn understand that such applications will be analyzed under 11 U.S.C. § 328(a).

30. ACTS and Thompson Coburn are qualified and willing to undertake the engagement in pursuing the Estate’s Claims described in this Application and to pursue them to judgment if necessary. The Trustee, therefore, pursuant to 11 U.S.C. §§ 327-328 and Federal Rule of Bankruptcy Procedure 2014, seeks to employ and engage ACTS and Thompson Coburn jointly.

⁵ ACTS understands that the trustee’s general counsel, Barrett Daffin Frappier Turner & Engel, LLP, has agreed to provide substantial work as additional special counsel on any Claims pursued for a contingent fee of 5% of recoveries.

⁶ The Letter of Engagement defines Recoveries to include the “fair value of all consideration received by the Debtor and its estate in connection with the any settlement, judgment, award, or other recovery related to the Claims.”

31. Other than as described in this Application and the attached Exhibit "A," there is no proposed arrangement to compensate ACTS and Thompson Coburn. ACTS and Thompson Coburn are the appointed Class Counsel for the Settlement Class in the Adversary pursuant to the Court's final order approving the class action settlement, and in respect thereof have been awarded and are entitled to receive a contingent fee of 33% of sums distributed to Settlement Class members from the Estate at the time of such distributions. ACTS and Thompson Coburn have not received any payments from the Trustee to date.

32. ACTS and Thompson Coburn have agreed to jointly represent the Trustee as special litigation counsel, subject to their agreement to divide any approved fees pursuant to the formula set forth in Exhibit A that is designed to reflect the percentage of work each firm expects to perform. ACTS and Thompson Coburn have not agreed to share any compensation each firm may receive with any other party or person, except their respective partners, counsel, and associates.

CONNECTIONS AND DISCLOSURE CONCERNING POTENTIAL CONFLICTS

33. The Trustee discloses, and the Court knows, that ACTS and Thompson Coburn represent and have represented the Class Representatives and Settlement Class members in the Adversary as appointed Class Counsel for settlement purposes.

34. The named plaintiffs and putative class members, and therefore ACTS and Thompson Coburn, were previously adverse to the Estate as demonstrated by the record in the Adversary (among other things). However, the Trustee believes that the comprehensive class action settlement, which the Court approved following the February 8, 2022 final fairness hearing and which liquidated the claims of the Class Representatives and Settlement Class Members against the Estate, has obviated and removed any formerly-existing adversity. Under the settlement, the Settlement Class members were awarded allowed level four priority claims against

the to be paid out of Estate funds, if any, subject to senior priority administrative claims and a subordinated general claim to be paid behind general creditors. This general claim could only receive payment in the event of a surplus estate.

35. The Settlement Class members have by the settlement been transformed from litigants against the Estate to holders of allowed claims whose priority has been adjudicated, no different from any other allowed claim holder. None of the Settlement Class members has any right to pursue any individual suit against the Estate other than the right to distributions, if any, on their now allowed claims. All such “other” rights and claims were assigned to and are owned by the Estate by virtue of the final class action settlement.

36. The Trustee believes, and asserts, that there is no current adversity and that the interest of the named plaintiffs, putative class members, and their counsel in pursuing efforts to enhance the Estate are aligned. The Trustee is also not aware of any client information of the named plaintiffs and Class Representatives, Class Representatives, or other plaintiff putative class members that has been disclosed, or that would require disclosure to the Trustee by virtue of the contemplated engagement. The Settlement Class members’ claims against the Estate have been litigated to final conclusion; the engagement described herein is to pursue claims owned by the Estate.

37. The Trustee is further advised that ACTS and Thompson Coburn have investigated and continue to investigate and identify any connection with creditors or parties in interest, including former directors, officers, and insiders. To the best of the Trustee’s knowledge, other than as set forth in the attached Treyzon Declaration and Clark Declaration, , none of ACTS’s or Thompson Coburn’s partners, counsel, or associates hold any adverse interest or have any disqualifying connection to the parties and parties in interest in this case.

38. Further, neither ACTS nor Thompson Coburn, nor their respective attorneys, (a) holds a claim against the Debtors' consolidated estate; (b) is a creditor, equity security holder, or an insiders of the Debtors; or (c) ever served as a director, officer, or employee of the Debtors.

39. While the results of ACTS's and Thompson Coburn's searches revealed no conflicts of interest regarding their anticipated representation, connections to parties in interest were revealed and disclosed, if any, in the attached Declarations. The only connection of significance is the disclosed representation of the named plaintiffs and putative class members in the Adversary and the Settlement Class discussed above. [The Trustee, ACTS, and Thompson Coburn do not believe that a potential conflict exists with respect to their proposed representation of the Estate in this case.

40. Accordingly, the Trustee believes ACTS and Thompson Coburn to be a "disinterested person" as defined in 11 U.S.C. § 101(14).

WHEREFORE, the Trustee requests that the Court:

- a. approve this Application and authorize him to employ ACTS and Thompson Coburn jointly as special litigation counsel for the estate as of February 8, 2022;
- b. Authorize the law firm RCT to withdraw as special litigation counsel and substitute ACTS and Thompson Coburn in that role; and
- c. Grant the Trustee such other, further and general relief to which he may show himself entitled.

Respectfully submitted,

BARRETT DAFFIN FRAPPIER
TURNER & ENGEL, LLP

By: /s/ Brian S. Engel

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GENERAL COUNSEL FOR RANDOLPH N.
OSHEROW, CHAPTER 7 TRUSTEE

CERTIFICATE OF SERVICE

By my signature below, I hereby certify that on before the 1st day of April 2022, a true and correct copy of the foregoing document was served via electronic means or by first class mail as listed on the Court's ECF noticing system and by first class mail to those persons filing a notice of appearance requesting notice and persons filing a proof of claim, all pursuant to the Court's order for limited notice mailing entered on the Court's docket as document no. 79.

/s/ Brian S. Engel

Brian S. Engel

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
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IN RE	§ CHAPTER 7
LEGENDARY FIELD EXHIBITIONS, LLC.	§ CASE NO. 19-50900-CAG
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LFE 2, LLC;	§ CASE NO. 19-50905-CAG
WE ARE REALTIME, LLC	§ CASE NO. 19-50906-CAG
DEBTORS	§ (SUBSTANTIVE CONSOLIDATION UNDER CASE NO. 19-50900-CAG)

**DISCLOSURE OF COMPENSATION UNDER 11 U.S.C. § 329
AND BANKRUPTCY RULE 2016(b)**

I certify that Abir Cohen Treyzon & Salo, LLP (“the ACTS Firm”), subject to the Court’s approval of the Trustee’s Application To Employ Abir Cohen Treyzon & Salo, LLP and Thompson Coburn LLP, as Special Litigation Counsel for the Estate (the “Application”), is the special litigation counsel for the Estate in the above-named case and that the compensation paid or agreed to be paid to the ACTS Firm for services rendered, or to be rendered, on behalf of the Estate in or in connection with a case under Title 11 of the United States Code, such payment or agreement having been made after one year before the date of the filing of the petition, is as follows:

As set forth in the Application and the Letter of Engagement attached thereto as Exhibit “A.”

No retainer, compensation, or other payment has been received by the ACTS Firm thus far in connection with its employment by the Trustee in this case.

All fees and expenses to be paid to the ACTS Firm are subject to prior approval by the Court after notice as required by law.

The ACTS Firm is jointly retained with Thompson Coburn LLP to represent the Trustee as special counsel and has a disclosed division of fees agreement with Thompson Coburn LLP pursuant to which any contingent fee received would be split between the ACTS Firm and Thompson Coburn. The ACTS Firm has not otherwise agreed to share compensation with any other person or firm.

Dated: March 29, 2022

/s/ Boris Treyzon
Boris Treyzon, Partner

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF TEXAS
SAN ANTONIO DIVISION**

IN RE	§ CHAPTER 7
LEGENDARY FIELD EXHIBITIONS, LLC.	§ CASE NO. 19-50900-CAG
AAF PLAYERS, LLC;	§ CASE NO. 19-50902-CAG
AAF PROPERTIES, LLC;	§ CASE NO. 19-50903-CAG
EBERSOL SPORTS MEDIA GROUP, INC.;	§ CASE NO. 19-50904-CAG
LFE 2, LLC;	§ CASE NO. 19-50905-CAG
WE ARE REALTIME, LLC	§ CASE NO. 19-50906-CAG
	§ (SUBSTANTIVE CONSOLIDATION
DEBTORS	UNDER CASE NO. 19-50900-CAG)

**DISCLOSURE OF COMPENSATION UNDER 11 U.S.C. § 329
AND BANKRUPTCY RULE 2016(b)**

I certify that Thompson Coburn LLP (“the TC Firm”), subject to the Court’s approval of the Trustee’s Application To Employ Abir Cohen Treyzon & Salo, LLP and Thompson Coburn LLP as Special Litigation Counsel for the Estate (the “Application”), is the special litigation counsel for the Estate in the above-named case and that the compensation paid or agreed to be paid to the TC Firm for services rendered, or to be rendered, on behalf of the Estate in or in connection with a case under Title 11 of the United States Code, such payment or agreement having been made after one year before the date of the filing of the petition, is as follows:

As set forth in the Application and the Letter of Engagement attached thereto as Exhibit “A.”

No retainer, compensation, or other payment has been received by the TC Firm thus far in connection with its employment by the Trustee in this case.

All fees and expenses to be paid to the TC Firm are subject to prior approval by the Court after notice as required by law.

The TC Firm is jointly retained with Abir Cohen Treyzon & Salo, LLP (“ACTS”) to represent the Trustee as special counsel and has a disclosed division of fees agreement with ACTS pursuant to which any contingent fee received would be split between the TC Firm and ACTS. The TC Firm has not otherwise agreed to share compensation with any other person or firm.

Dated: March 29, 2022

/s/ Katharine Battaia Clark
Katharine Battaia Clark, Partner

AMENDED MAILING MATRIX

PER ORDER LIMITING MATIX (DOCKET n. 79)

(UPDATED 3/30/22)

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Port Washington, NY 11050

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c/o Arnie Herz
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Port Washington, NY 11050

Outdoor America Images, Inc.
OAI
4545 W Hillsborough Ave
Tampa, FL 3361

Arizona Department of Revenue
2005 N Central Ave, Suite 100
Phoenix, AZ 85004

PRISMIC IO, Inc.
185 Alewife Brook Parkway,
Suite 210
Cambridge, MA 02138

SHOCK DOCTOR INC
11488 SLATER AVENUE
Fountain Valley, CA 92708-5440

JDH Broadcasting LLC - Dan
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Manhattan Beach, CA 90266

Fresh Concepts, LLC
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Milford, CT 06460

Teamworks Innovations, Inc.
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Safety Services, Inc. dba U.S.
Safety Services

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San Antonio, TX 78216

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Cox Media - San Diego
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bluemedia, Inc.
Gallagher& Kennedy c/o Joe Cotterman
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Phoenix, AZ 85016

Marriott Hotel Services, Inc. dba
Scottsdale Marri
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12740 Hillcrest Road #240
Dallas, TX 75230

Marriott International, Inc.
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DALLAS, AZ 75230

Pavilion Management Company
dba Hilton Phoenix
Mesa Hotel
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Mesa, AZ 85210

Renee Stout
2630 Fallbrook Dr.
Oviedo, FL 32765

Embassy Suites by Hilton South
Jordan
Salt Lake City
10333 South Jordan Gateway
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CBT Creative Broadcast
Techniques
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AAF-Arizona Hotshots
Park Place Printing, Inc.
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Mesa, AZ 85210

DR. JILLS FOOT PADS INC
384 S MILITARY TRAIL
DEERFIELD BEACH, FL 33442

Security Industry Specialists, Inc.
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